

TECHNOLOGY COMMITTEE (TC) CHARTER OF THE VAT GROUP AG

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PASSION. PRECISION. PURITY.

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1. Purpose

The Technology Committee (TC) is a specialist committee appointed by the Board of Directors. Its main task is to support the Board of Directors in fulfilling its supervisory obligations. The TC supports the Board of Directors in its supervisory function, namely with regard to:

- (a) the complex choices between various technology (roadmap) options and product options as well as the far-reaching implications of those choices, and
- (b) the desire of the Board of Directors to have an in-depth discussion on these choices to consider these for the strategic development of VAT.

2. Powers

In order to exercise its tasks as defined here, the TC has unlimited access to all relevant information. In order to properly carry out its work, the TC is authorized to request the information it needs from all Group employees and to invite members of the Board of Directors and other employees to attend TC meetings for questioning as needed.

The TC is authorized to call in suitable external advisors to provide support in carrying out its duties. The TC submits proposals concerning its remit to the Board of Directors for decisions that have to be taken by the latter.

The TC advises the Board of Directors in relation to its responsibilities and may prepare resolutions of the Board of Directors related thereto. The Board of Directors may delegate its authority to make decisions in relation to the responsibilities listed below. However, the full Board of Directors remains responsible for all decisions taken by the TC.

The responsibilities of the TC comprise in the broadest sense:

- (a) assessment of and study of potential technology plans and alternatives necessary to execute the VAT business strategy, required technical resources, technology roadmaps, product roadmaps and VAT technology performance targets for VAT, and
- (b) provide advice to the Board of Directors with respect thereto.

3. Organization

The TC of the Board of Directors consists of at least two (2) members who are elected by the Board of Directors from among its members.

The Board of Director also elects the Chairman of the TC. He/she shall be primarily responsible for the proper functioning of the TC. He/she shall act as the spokesman of the TC, shall make recommendations for persons to be invited as advisors to the TC and shall be the main contact for the Board of Directors.

The term of office of the Committee members corresponds to their term of office as a member of the Board of Directors and runs for one year or until the next Annual General Meeting.

The TC meets upon invitation of its Chairman as often as business requires, at least three (3) meetings per year and usually before the regular Board meetings. Other meetings may be convened by the Chairman of the TC or by any of its other members or by the Board of Directors.

TC meetings are generally held at the offices of VAT, but may also take place elsewhere.

TC meetings shall be convened by the Secretary of the TC on behalf of the Chairman of the TC or on behalf of any other person authorized to convene such a meeting.

The invitation to the meeting:

(a) is made in writing (including by e-mail) at least 10 working days in advance;

(b) indicates the day, time and venue as well as the items on the agenda;

(c) is followed by the relevant documents for the meeting at least 7 calendar days before the meeting.

If the matter is urgent, shorter deadlines are acceptable; the Chairman can decide whether a matter is urgent.

Deviations from these formal requirements are permitted if all the members are present and agree; the committee may in particular also pass resolutions on matters that are not included in the agenda for the meeting.

Meetings using electronic communication (telephone, Skype, WhatsApp, etc.) are also possible.

The provisions of the attendance meetings apply accordingly.

In addition to the elected TC members, other members of the Group Executive Committee and other persons may attend the meeting on invitation of the Chairman.

The TC may pass resolutions and formulate proposals if at least half of its members are present in person (but always at least two members) or participate in the meeting through electronic communication means.

Minutes of the meetings shall be prepared by the TC Secretary. These minutes shall generally be submitted for adoption in the next meeting of the TC. If all members of the TC agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the Chairman and the TC Secretary and shall be distributed as soon as practically possible to all members of the Board of Directors, the CEO and to the other participants, the latter as deemed necessary by the Chairman.

The TC also reports on its activities to the Board of Directors at the next regular Board meeting, or immediately if the matter is urgent.

The TC can submit proposals it deems suitable to the Board of Directors concerning all areas of its remit where measures or improvements are needed.

Resolutions must be passed and proposals to the Board of Directors must be formulated with the majority of the votes cast. Abstentions do not count as votes. If votes are tied, the matter must be submitted to the Board of Directors.

Resolutions and proposals to the Board of Directors may also be made by circular letter, unless one of the members requests that the matter be discussed verbally.

The Chairman of the TC is suitably prepared when attending the Annual General Meeting so that he can answer any questions received from the shareholders during the General Meeting regarding the activities of the TC.

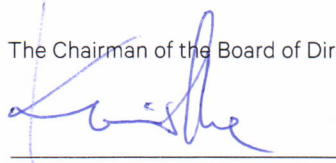
4. Final Provisions

This TC Charter enters into force upon adoption by the Board of Directors.

This TC Charter must generally be reviewed and amended, if necessary, every two years during the first meeting after the Annual General Meeting.

Haag, January 1, 2019

The Chairman of the Board of Directors:



Martin Komischke

The Chairman of the TC:



Herman Gerlinger

Contact

This Technology Committee Charter is available in English and German.

For further information please contact:

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